



9-101A062

7 April 1989

RECORDATION NO 16283 FILED 1423
APR 11 1989 - 3 30 PM
INTERSTATE COMMERCE COMMISSION

Ms. Rita McGee
Interstate Commerce Commission
Washington, DC 20423

Date _____

Fee \$ _____

Dear Madam:

ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States code and the regulations thereunder are two originals of Bill of Sale dated March 30, 1989 as follows:

Bill of Sale between USX Credit Corporation (Seller) and Upper Merion and Plymouth Leasing Co. (Purchaser) for one hundred nineteen (119) railroad cars.

The names and addresses of the parties to the enclosed documents are:

Seller: USX Credit Corporation
600 Grant Street Suite 1250
Pittsburgh, PA 15230

Purchaser: Upper Merion and Plymouth Leasing Co.
875 North Michigan Avenue
John Hancock Center - Suite 1400
Chicago, IL 60611

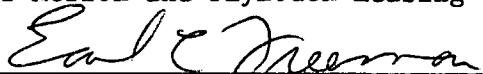
The originals of the above documents after recordation should be returned to Mr. Robert Dwyer, Vice President-Sales, Rail Division, Northbrook Corporation, 875 North Michigan Ave., Suite 1400, Chicago, IL 60611. Enclosed is Upper Merion's check for \$13.00 to cover the recordation of the document.

I am an officer of Upper Merion and Plymouth Leasing Co. and have knowledge of the matters set forth herein.

Sincerely yours,

Upper Merion and Plymouth Leasing Co.

By


Earl L. Freeman

enclosure

SENT VIA: Certified Mail (return receipt requested)

APR 11 3 24 PM '89
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

4.26.89

OFFICE OF THE SECRETARY

Robert Dwyer
Vice President-Sales
Northbrook Corporation
875 North Michigan Ave.
Rail Div. Suite 1400
Chicago, Illinois 60611

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4.11.89 , at 3:30pm , and assigned recordation number(s). 16283 & 16284

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

15283

RECORDATION NO. _____ FILED 1423

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Bill of Sale

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that USX Credit Corporation, a Delaware corporation, (herein "Seller"), for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration paid by the Upper Merion and Plymouth Leasing Co. (herein "Buyer"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Buyer all right, title and interest in and to the following personal property (herein "Equipment") more specifically described as follows:

One Hundred Nineteen (119) Railroad Cars Bearing Reporting Marks:

UMP 6610, UMP 6633, UMP 6644 through 6646 inclusive, UMP 6651, UMP 6666, UMP 6670, UMP 6677, UMP 6681, UMP 6685, UMP 6713. UMPX 6642, UMPX 6658, UMPX 6661, UMPX 6662. WSOR 6611, WSOR 6622, WSOR 6628, WSOR 6647, WSOR 6673, WSOR 6676, WSOR 6678, WSOR 6710. WSOX 6600 through WSOX 6609 inclusive, WSOX 6612 through WSOX 6621 inclusive, WSOX 6623 through WSOX 6627 inclusive, WSOX 6629 through WSOX 6632 inclusive, WSOX 6634 through WSOX 6637 inclusive, WSOX 6639 through WSOX 6641 inclusive, WSOX 6643, WSOX 6648 through WSOX 6650 inclusive, WSOX 6652 through WSOX 6657 inclusive, WSOX 6659, WSOX 6660, WSOX 6663 through WSOX 6665 inclusive, WSOX 6667 through WSOX 6669 inclusive, WSOX 6671, WSOX 6672, WSOX 6674, WSOX 6675, WSOX 6679, WSOX 6680, WSOX 6682 through WSOX 6684 inclusive, WSOX 6686 through WSOX 6709 inclusive, WSOX 6711, WSOX 6712, WSOX 6714 through WSOX 6719 inclusive.

EXCEPT AS STATED HEREIN, SELLER DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING BUT NOT LIMITED TO, ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF THE EQUIPMENT.

Seller hereby warrants to the Buyer, its successors and assigns, that, immediately prior to the delivery of this Bill of Sale, Seller had legal title to the Equipment and good and lawful right to sell the same, and that title to the Equipment is hereby duly vested in Buyer free and clear of all liens, claims, encumbrances, taxes and rights of any other kind and nature whatsoever except as set forth in Schedule I attached hereto. Other than as such might arise from the interests set forth in Schedule I, Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Buyer from and against any loss, expense, damages, or deficiencies, up to the amount of the Consideration received by Seller arising from any and all claims, liens, encumbrances, taxes, and rights of others of any nature whatsoever assessed against such title forever.

IN WITNESS WHEREOF Seller has caused this Bill of Sale to be
executed and delivered in its name this 30th day of March, 1989.

USX CREDIT CORPORATION

By: Dee L. Hamer

TITLE: VICE-PRESIDENT

RECEIPT

Buyer hereby acknowledges receipt of the Cars identified in the foregoing
Bill of Sale this 30th day of March, 1989.

UPPER MERION AND PLYMOUTH LEASING CO.

By: Earl E. Juana

TITLE: President

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SCHEDULE I

Railcar Lease Agreement between Northbrook Corporation and Arch of Illinois, Inc. dated October 16, 1985.

Railcar Lease Agreement between Northbrook Corporation and Conrad Yelvington Distributors, Inc. dated August 1, 1988.

Railcar Lease Agreement between Northbrook Corporation and Jim Walter Resources, Inc., dated January 24, 1984.

Letter Agreement between Northbrook Corporation and De-Tinning Corporation of America, dated August 14, 1987.

CON2usx

STATE OF Pennsylvania
COUNTY OF Allegheny

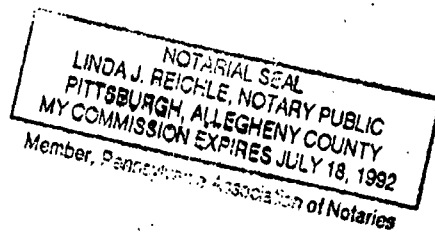
On this 30th day of March, 1989, before me personally appeared Carl L. Freeman, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Upper Merion & Plymouth Co and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(seal)

Linda J. Reichle
Notary Public

My commission expires:

July 18, 1992



STATE OF Pennsylvania)
COUNTY OF Allegheny)

On this 30th day of June, 1989, before me personally appeared Dale P. Gorman, personally known, who, being by me duly sworn, said that he/she is an authorized officer of US X Credit Corporation and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(seal)

Linda J. Reichle
Notary Public

My commission expires:

July 18, 1992

